

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**SECURITIES AND EXCHANGE
COMMISSION**

Plaintiff,

v.

BONAN HUANG, et al.

Defendants.

Case No. 2:15-cv-00269-MAK

**PLAINTIFF SECURITIES AND EXCHANGE COMMISSION'S
APPENDIX TO MOTION FOR SUMMARY JUDGMENT AGAINST
DEFENDANTS BONAN HUANG AND NAN HUANG**

**PART 6 OF 10
(0520-0561)**

0162435819529				Conjunction Ticket(s) /			Origin / Destination IAD/PEK		Booking Reference DGSH7F		Book/Tktg Agent 00000000 00000000	
Name of Passenger Not Transferable HUANG/BONAN				Issued in Exchange for:			Date of Issue 22-Jan-15		Total Tickets 1	TCN Prorated Y	Place of Issue / Sale WEC WEB	
				Original Sale Info:			Tour Code		Pro. Src. Tkt Outlet Bkg Outlet	A-Apex Update Company E-Ticket Company	CO.com	
Restrictions / Endorsements NONREF/0VALUEAFTDPT/CHGFEET											US	
Cpri	Loc	Dest	OP/Mrk Carr	Flt.No	Flt. Dl.	Bkg / tkdg / flwn	Fare Basis	/ Discount	Dart Sector	Value	Used Ind.	
1	IAD	PEK	UA UA	807	22Jan15	S S S	SKX0IEM7			\$940.00	Y	
USD	765.00	Fare Calculation Area										
ca	0.00	/FC WAS UABJS 765.00SKX0IEM7 NUC 765.00 END ROE 1.00 XT17.70US5.60AY175.00YQ4.50XF IAD4.5										
ot	175.00											
xy	0.00											
zp	0.00											
xf	4.50											
xa	0.00											
ay	5.60	Form of Payment:		Cash/Chk	Crd/Crd	Crd.Card.Amt	Apprv.Cd.	Expr.Dte.	UatpNm.	CommAmt/Pct.		
us	17.70	VI C		\$0.00	414720XXXXXX3478	\$967.80				\$0.00	0.00%	
USD	967.80	TcnNum		00000000000000	0162435819529							

FOP Type	FOP Acct	FOP Amt - USD
CC	4147202192523478 Encrypt	967.80

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Tkt	?	CPUI	Cpa	Stop	Orig	Dest	Mktg Carr	Opng Carr	Mktg Flt Num	Opng Flt Num	Flt Date	Bkng Class
0162435819529	?	F	1		IAD	PEK	UA	UA	0807	0807	1/22/2015	S

PAGE8327 UNITED AIRLINES
ID PASSENGER NAME DST

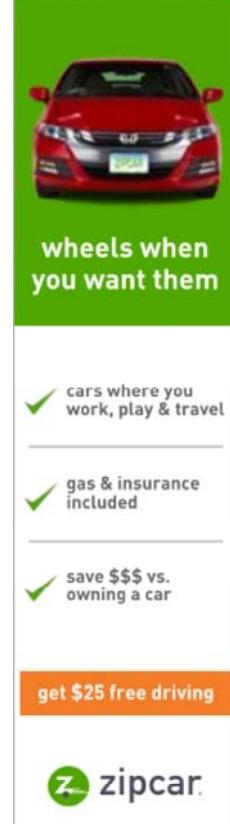
FLIGHT NUMBER 0807
PTY SUR CLS TO-FLT FR-FLT

A C I P D I FOR 22JAN15 RUN DATE 24JAN15
ID PASSENGER NAME DST PTY SUR CLS TO-FLT FR-FLT

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Thu, Oct 22, 2015, 4:45PM EDT - U.S. Markets closed [Report an I](#)CMG -2.26%
Chipotle Mexican Grill, Inc. (CMG) - NYSE [★ Watchlist](#)
650.62 15.05(2.26%) 4:00PM EDT
After Hours : **651.79** 1.17 (0.18%) 4:29PM EDT**Analyst Estimates**Get Analyst Estimates for: [GO](#)

Earnings Est	Current Qtr. Dec 15	Next Qtr. Mar 16	Current Year Dec 15	Next Year Dec 16
Avg. Estimate	4.38	4.64	17.32	20.50
No. of Analysts	29.00	21.00	32.00	32.00
Low Estimate	4.14	4.13	17.06	19.32
High Estimate	4.58	4.90	17.69	21.65
Year Ago EPS	3.84	3.88	14.13	17.32
Revenue Est	Current Qtr. Dec 15	Next Qtr. Mar 16	Current Year Dec 15	Next Year Dec 16
Avg. Estimate	1.21B	1.25B	4.72B	5.40B
No. of Analysts	26	21	29	29
Low Estimate	1.19B	1.22B	4.70B	5.29B
High Estimate	1.24B	1.27B	4.77B	5.51B
Year Ago Sales	1.07B	1.09B	4.11B	4.72B
Sales Growth (year/est)	13.20%	14.70%	14.80%	14.50%
Earnings History	Dec 14	Mar 15	Jun 15	Sep 15
EPS Est	3.79	3.66	4.44	4.62
EPS Actual	3.84	3.88	4.45	4.59
Difference	0.05	0.22	0.01	-0.03
Surprise %	1.30%	6.00%	0.20%	-0.60%
EPS Trends	Current Qtr. Dec 15	Next Qtr. Mar 16	Current Year Dec 15	Next Year Dec 16
Current Estimate	4.38	4.64	17.32	20.50
7 Days Ago	4.39	4.63	17.36	20.65
30 Days Ago	4.39	4.62	17.35	20.66
60 Days Ago	4.38	4.62	17.36	20.67
90 Days Ago	4.37	4.60	17.35	20.60
EPS Revisions	Current Qtr. Dec 15	Next Qtr. Mar 16	Current Year Dec 15	Next Year Dec 16
Up Last 7 Days	8	6	8	3
Up Last 30 Days	9	8	8	3
Down Last 30 Days	11	7	15	17
Down Last 90 Days	N/A	N/A	N/A	N/A
Growth Est	CMG	Industry	Sector	S&P 500
Current Qtr.	14.10%	15.80%	-26.90%	2.70%
Next Qtr.	19.60%	114.00%	23.70%	5.70%
This Year	22.60%	13.00%	10.10%	-1.60%
Next Year	18.40%	16.00%	15.90%	9.90%
Past 5 Years (per annum)	25.18%	N/A	N/A	N/A



Next 5 Years (per annum)	20.82%	15.39%	15.28%	6.13%
Price/Earnings (avg. for comparison categories)	38.43	16.97	21.59	15.86
PEG Ratio (avg. for comparison categories)	1.85	2.23	2.31	1.37

Currency in USD.

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RESTORATION HARDWARE

RESTORATION HARDWARE HOLDINGS, INC. REPORTS RECORD SECOND QUARTER AND INCREASES EARNINGS GUIDANCE FOR FISCAL 2013

Q2 Net Revenues Increased 30%; Q2 Comparable Store Sales Increased 26%; Q2 Adjusted Diluted EPS Increased 48% to \$0.49

Company Increases Fiscal 2013 Adjusted Diluted EPS Guidance to \$1.65 to \$1.70 from Previous Guidance of \$1.41 to \$1.47

CORTE MADERA, Calif.--(BUSINESS WIRE)--Sep. 10, 2013-- Restoration Hardware Holdings, Inc. (NYSE: RH) today announced financial results for the second quarter ended August 3, 2013.

Second Quarter Highlights

- Net revenues increased 30% on top of a 24% increase for the same period last year
 - Comparable store sales increased 26% on top of 31% growth for the same period last year
 - Direct revenues increased 33% on top of a 29% increase for the same period last year
- Adjusted operating income increased 56% to \$34.2 million from \$21.9 million for the same period last year; GAAP operating loss of \$27.8 million from operating income of \$19.7 million for the same period last year
- Adjusted net income increased 62% to \$19.8 million from \$12.2 million for the same period last year; GAAP net loss of \$17.8 million from net income of \$17.6 million for the same period last year
- Adjusted diluted earnings per share increased 48% to \$0.49 compared to \$0.33 last year; GAAP diluted loss per share of \$0.46

Gary Friedman, Chairman, Creator, Curator, and Co-Chief Executive Officer, said, "We are pleased to announce record financial results for the second quarter. Our industry-leading performance is a reflection of our ability to innovate, curate and integrate new products and businesses offering an unmatched customer experience. We continued to take market share during the quarter, delivering 30% growth in net revenues driven by a comp store sales increase of 26% on top of 31% comp growth last year and 17% percent in 2011. We significantly expanded our operating margin and increased adjusted net income by 62% while at the same time continued to invest in our infrastructure and new businesses to support our future growth."

Mr. Friedman continued, "Due to the current strength of our business, the continued evolution of our Source Book model, and the enhanced ability to connect with our customers through digital and electronic marketing, we are moving to a once per year mailing of our Source Books. We believe this decision will result in a step change effect in our earnings and cash flow model, allowing us to reach double-digit operating margins and free cash flow positive significantly ahead of our prior expectations. We are eliminating the mailing of our Fall 2013 Source Books and plan to mail an annual edition each Spring. Concurrently, we are raising our earnings estimates for the remainder of 2013 to reflect our current business trends and the associated cost savings."

Carlos Alberini, Co-Chief Executive Officer, commented, "Our business momentum remains very strong and provides good visibility into the back half of the year. Our expected top line growth, coupled with a more efficient cost structure, positions us to drive a significant and sustainable expansion in our operating margins, and over 60% growth in our adjusted EPS for this year. This latest step change to our business gives us even more confidence in the power of our model and in our ability to surpass the long-term financial goals we have set for our Company, including adjusted earnings growth in the mid to high twenties annually."

Mr. Alberini concluded, "As we look forward, the transformation of our real estate remains our top priority and the true key to unlocking the value of our dominant assortment. Our existing Full Line Design Galleries continue to be highly productive and are driving strong results in each market. Los Angeles and Houston delivered comps in excess of 29% during the second quarter, ahead of the rest of our chain. Also, our new locations in Scottsdale, Boston and Indianapolis continue to perform ahead of expectations. We plan to open new Full Line Design Galleries in Greenwich, Atlanta and Los Angeles in 2014 and are currently in negotiations for more than 30 locations in other key markets. We continue to believe we can open more than 10 locations a year, beginning in 2015. Our next generation Full Line Design Galleries will be larger and showcase our dominant assortment and new businesses, and they will

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provide opportunities for higher sales, increased earnings, lower capital investment and higher ROIC in each market."

Second Quarter Fiscal 2013 Financial Results

Revenue - Net revenues for the second quarter of fiscal 2013 increased 30% to \$382.1 million from \$292.9 million for the second quarter of fiscal 2012. This is on top of a 24% increase in net revenues for the second quarter of fiscal 2012.

- Comparable store sales increased 26% for the second quarter of fiscal 2013. This growth is on top of an increase of 31% in comparable store sales for the second quarter of fiscal 2012.
- As of August 3, 2013, the Company operated a total of 70 retail stores, consisting of 62 Galleries, 5 Full Line Design Galleries and 3 Baby & Child Galleries, as well as 17 outlet stores throughout the United States and Canada. This compares to a total of 73 retail stores, consisting of 70 Galleries, 2 Full Line Design Galleries and 2 Baby & Child Galleries, as well as 10 outlet stores open at the end of the second quarter of fiscal 2012.
- Direct revenues increased 33% in the second quarter of fiscal 2013. This growth is on top of the 29% increase in direct revenues for the second quarter of fiscal 2012.

Operating Income (Loss)* - Adjusted operating income for the second quarter of fiscal 2013 increased 56% to \$34.2 million compared to \$21.9 million for the second quarter of fiscal 2012. Including the impact of variable and one-time non-cash stock-based compensation charges and costs related to the Company's follow-on offerings, the GAAP operating loss reached \$27.8 million compared to GAAP operating income of \$19.7 million for the prior year fiscal quarter.

EBITDA* - Adjusted EBITDA for the second quarter of fiscal 2013 increased 42% to \$40.8 million compared to adjusted EBITDA of \$28.7 million for the second quarter of fiscal 2012. Including the impact of variable and one-time non-cash stock-based compensation charges and costs related to the Company's follow-on offerings, EBITDA for the quarter was a loss of \$21.2 million compared to positive EBITDA of \$26.1 million for the prior year fiscal quarter.

Net Income (Loss)* - Adjusted net income increased 62% to \$19.8 million for the second quarter of fiscal 2013 from \$12.2 million for the second quarter of fiscal 2012. Adjusted net income is calculated using a 40% effective tax rate. GAAP net loss for the second quarter of fiscal 2013 was \$17.8 million compared to GAAP net income of \$17.6 million for the second quarter of fiscal 2012.

Earnings Per Share* - Adjusted diluted EPS increased 48% to \$0.49 for the second quarter of fiscal 2013 from \$0.33 for the second quarter of fiscal 2012. GAAP diluted EPS for the second quarter of fiscal 2013 was a loss of \$0.46.

First Half Fiscal 2013 Financial Results

Revenue - Net revenues for the six months ended August 3, 2013 increased 34% to \$683.4 million from \$510.8 million for the first half of fiscal 2012. This is on top of a 22% increase in net revenues for the first half of fiscal 2012.

- Comparable store sales increased 33% for the first half of fiscal 2013. This growth compares to an increase of 29% in comparable store sales for the first half of fiscal 2012.
- Direct revenues increased 35% in the first half of fiscal 2013. This growth is on top of the 25% increase in direct revenues for the first half of fiscal 2012.

Operating Income (Loss)* - Adjusted operating income for the first half of fiscal 2013 increased 82% to \$38.8 million compared to \$21.3 million in the first half of fiscal 2012. Including the impact of variable and one-time non-cash stock-based compensation charges and costs related to the Company's follow-on offerings, GAAP operating loss was \$27.3 million compared to GAAP operating income of \$17.6 million for the year ago period.

EBITDA* - Adjusted EBITDA for the first half of fiscal 2013 increased 49% to \$52.0 million compared to adjusted EBITDA of \$34.9 million for the first half of fiscal 2012. Including the impact of variable and one-time non-cash stock-based compensation charges and costs related to the Company's follow-on offerings, EBITDA for the first half of 2013 was a loss of \$14.0 million compared to positive EBITDA of \$30.5 million for the prior year period.

Net Income (Loss)* - Adjusted net income increased 102% to \$22.1 million for the first half of fiscal 2013 from \$10.9 million for the first half of fiscal 2012. GAAP net loss for the first half of fiscal 2013 was \$18.0 million compared to GAAP net income of \$13.9 million for the year ago period.

Earnings Per Share* - Adjusted diluted EPS increased 87% to \$0.56 for the first half of fiscal 2013 from \$0.30 for

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the same period last year. GAAP diluted EPS during the first half of fiscal 2013 was a loss of \$0.47.

Outlook

The Company is providing the following guidance for the third quarter of fiscal 2013:

- Net revenues in the range of \$385 million to \$395 million
- Adjusted net income in the range of \$11.2 million to \$12.0 million
- Adjusted diluted EPS in the range of \$0.27 to \$0.29

The Company is providing the following guidance for the fourth quarter of fiscal 2013:

- Net revenues in the range of \$490 million to \$500 million
- Adjusted net income in the range of \$34.3 million to \$35.5 million
- Adjusted diluted EPS in the range of \$0.81 to \$0.84

The Company is increasing its guidance for the fiscal year ending February 1, 2014:

- Net revenues in the range of \$1.56 billion to \$1.58 billion.
- Adjusted net income in the range of \$67.6 million to \$69.5 million
- Adjusted diluted EPS in the range of \$1.65 to \$1.70

Note: The Company's adjusted net income and adjusted diluted earnings per share guidance does not include charges and costs which are expected to be similar to those charges and costs excluded from adjusted net income and adjusted diluted earnings in prior quarters. The Company's fiscal year 2013 will include 52 weeks compared to fiscal year 2012 which included 53 weeks.

Conference Call and Webcast Information

Restoration Hardware Holdings, Inc. will host a conference call at 2:00 p.m. PT (5:00 p.m. ET) today to discuss the second quarter results. Interested parties may access the call by dialing (866) 394-6658 (United States/Canada) or (706) 679-9188 (International). A live broadcast of Restoration Hardware's quarterly conference call will also be available online at the Company's website www.restorationhardware.com under Investor Relations. A replay of the conference call will be available through September 24, 2013 by dialing (855) 859-2056 or (404) 537-3406 and entering passcode 45774673 as well as on the Company's investor relations website.

About Restoration Hardware Holdings, Inc.

RH (Restoration Hardware Holdings, Inc. - NYSE:RH) is a curator of design, taste and style in the luxury lifestyle market. The Company offers collections through its retail galleries, source books, and online at RH.com.

***Non-GAAP Financial Measures**

To supplement its consolidated financial statements, which are prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP), the Company uses the following non-GAAP financial measures: adjusted operating income, EBITDA, adjusted EBITDA, adjusted net income, pro forma EPS and adjusted diluted EPS (collectively the "non-GAAP financial measures"). The presentation of this financial information is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. The Company uses these non-GAAP financial measures for financial and operational decision making and as a means to evaluate period-to-period comparisons. The Company believes that they provide useful information about operating results, enhance the overall understanding of past financial performance and future prospects, and allow for greater transparency with respect to key metrics used by management in its financial and operational decision making. The non-GAAP financial measures used by the Company in this press release may be different from the methods used by other companies.

For more information on the non-GAAP financial measures, please see the Reconciliation of GAAP to non-GAAP Financial Measures tables in this press release. These accompanying tables include details on the GAAP financial measures that are most directly comparable to non-GAAP financial measures and the related reconciliations between these financial measures. With respect to the Company's adjusted net income and adjusted diluted EPS guidance for the third fiscal quarter, the fourth fiscal quarter and the full year of fiscal 2013, the Company is not able to provide a reconciliation of these non-GAAP financial measures to GAAP without unreasonable effort as our estimated results are preliminary and may change as we complete the quarter close process and management's review of our financial statements.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of the federal securities laws including statements related to the expected benefits to the Company's earnings and cash flow model of moving to a once per year mailing of Source Books, the Company's ability to surpass long-term financial goals, the Company's plans to open Full Line Design Galleries in Greenwich, Atlanta and Los Angeles in 2014, the Company's belief that it can open more than 10 locations a year beginning in 2015, the expectations that the next generation of Full Line Design Galleries will be larger and provide opportunities for higher sales, increased earnings, lower capital investment and higher ROIC in each market, and the Company's future financial guidance, including for the third fiscal quarter of 2013, the fourth fiscal quarter of 2013 and the full year ending February 1, 2014. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "will," "should," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future events. We cannot assure you that future developments affecting us will be those that we have anticipated. Important risks and uncertainties that could cause actual results to differ materially from our expectations include, among others, recent changes in general economic conditions and the impact on consumer confidence and consumer spending, changes in customer demand for our products, our ability to anticipate consumer preferences and buying trends, risks related to the number of new business initiatives we are undertaking, risks in the implementation of our real estate portfolio transformation, delays in store openings, as well as those risks and uncertainties disclosed under the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Restoration Hardware Holdings' Form 10-K filed with the Securities and Exchange Commission on April 29, 2013, and similar disclosures in subsequent reports filed with the SEC, which are available on our investor relations website at ir.restorationhardware.com and on the SEC website at www.sec.gov. Any forward-looking statement made by us in this press release speaks only as of the date on which we make it. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

RESTORATION HARDWARE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share and per share amounts)
(Uaudited)

	Three Months Ended				Six Months Ended			
	August 3, 2013	% of Net Revenues	July 28, 2012	% of Net Revenues	August 3, 2013	% of Net Revenues	July 28, 2012	% of Net Revenues
Net revenues	\$ 382,098	100.0%	\$ 292,906	100.0%	\$ 683,435	100.0%	\$ 510,820	100.0%
Cost of goods sold	242,872	63.6%	178,779	61.0%	442,332	64.7%	321,425	62.9%
Gross profit	139,226	36.4%	114,127	39.0%	241,103	35.3%	189,395	37.1%
Selling, general and administrative expenses	167,006	43.7%	94,465	32.3%	268,372	39.3%	171,830	33.7%
Income (loss) from operations	(27,780)	-7.3%	19,662	6.7%	(27,269)	-4.0%	17,565	3.4%
Interest expense	(1,191)	-0.2%	(1,479)	-0.5%	(2,031)	-0.3%	(3,054)	-0.6%
Income (loss) before income taxes	(28,971)	-7.5%	18,183	6.2%	(29,300)	-4.3%	14,511	2.8%
Income tax expense (benefit)	(11,136)	-2.8%	567	0.2%	(11,304)	-1.7%	623	0.1%
Net income (loss)	\$ (17,835)	-4.7%	\$ 17,616	6.0%	\$ (17,996)	-2.6%	\$ 13,888	2.7%
Weighted-average shares used in computing basic and diluted net								

income (loss) per share	38,712,000	1,000	38,394,013	1,000
Basic and diluted net income (loss) per share	\$ (0.46)	\$ 17,616	\$ (0.47)	\$ 13,888
Pro forma weighted- average shares used in computing pro forma basic and diluted net income per share [a]	36,971,500		36,971,500	
Pro forma basic and diluted net income per share	\$ 0.48		\$ 0.38	

[a] On a pro forma basis, basic and diluted shares outstanding for the three and six months ended July 28, 2012 include (1) the impact of the Company's reorganization, as further described in the Company's final prospectus filed with the Securities and Exchange Commission on November 5, 2012 (the "Reorganization"), as well as (2) the 4,782,609 shares of common stock that the Company issued and sold on November 7, 2012 in its initial public offering, as if such events had been completed as of the beginning of the respective periods and the common stock resulting therefrom was outstanding for the respective periods.

RESTORATION HARDWARE HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
 (In thousands)
 (Unaudited)

	<u>August 3, 2013</u>	<u>February 2, 2013</u>	<u>July 28, 2012</u>
ASSETS			
Cash and cash equivalents	\$ 15,012	\$ 8,354	\$ 10,102
Merchandise inventories	406,676	353,329	275,485
Other current assets	<u>155,715</u>	<u>131,075</u>	<u>98,604</u>
Total current assets	577,403	492,758	384,191
Property and equipment—net	154,008	111,406	87,904
Goodwill and other intangibles	171,730	172,724	174,125
Other assets	<u>26,223</u>	<u>12,725</u>	<u>4,655</u>
Total assets	<u><u>\$ 929,364</u></u>	<u><u>\$ 789,613</u></u>	<u><u>\$ 650,875</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Accounts payable and accrued expenses	\$ 205,551	\$ 145,353	\$ 117,175
Other current liabilities	<u>91,455</u>	<u>74,071</u>	<u>68,239</u>
Total current liabilities	297,006	219,424	185,414
Revolving line of credit and term loan	87,575	82,501	144,452
Other long term liabilities	<u>45,410</u>	<u>36,077</u>	<u>55,885</u>
Total liabilities	<u><u>429,991</u></u>	<u><u>338,002</u></u>	<u><u>385,751</u></u>
Stockholders' equity	499,373	451,611	265,124
Total liabilities and stockholders' equity	<u><u>\$ 929,364</u></u>	<u><u>\$ 789,613</u></u>	<u><u>\$ 650,875</u></u>

RESTORATION HARDWARE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (In thousands)
 (Unaudited)

<u>Six Months Ended</u>	
<u>August 3, 2013</u>	<u>July 28, 2012</u>

CASH FLOWS FROM OPERATING ACTIVITIES

Net income (loss)	\$ (17,996)	\$ 13,888
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	13,228	12,892
Stock-based compensation expense	64,282	738
Other non-cash items	(13,805)	309
Change in assets and liabilities:		
Merchandise inventories	(53,483)	(29,639)
Accounts payable, accrued expenses, and other	39,203	(2,821)
Net cash provided by (used in) operating activities	<u>31,429</u>	<u>(4,633)</u>

CASH FLOWS FROM INVESTING ACTIVITIES

Capital expenditures	(30,616)	(13,517)
Purchases of trademarks	—	(304)
Net cash used in investing activities	<u>(30,616)</u>	<u>(13,821)</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Net borrowings under revolving line of credit	5,074	22,135
Payments on capital leases	(760)	(2,104)
Stock options exercised	695	—
Excess tax benefit from exercise of stock options	1,032	—
Tax withholdings related to issuance of stock-based awards	(178)	—
Net cash provided by financing activities	<u>5,863</u>	<u>20,031</u>
Effects of foreign currency exchange rate translation	(18)	13
Net increase in cash and cash equivalents	<u>6,658</u>	<u>1,590</u>
Cash and cash equivalents		
Beginning of period	8,354	8,512
End of period	<u>\$ 15,012</u>	<u>\$ 10,102</u>

RESTORATION HARDWARE HOLDINGS, INC.
OPERATING METRICS AND OTHER DATA
(Unaudited)

Growth in net revenues:

	<u>Three Months Ended</u>	<u>Six Months Ended</u>
	<u>August 3, 2013</u>	<u>July 28, 2012</u>
Stores [a]	28%	21%
Direct	33%	29%
Total	30%	24%

Retail [b]:

Comparable store sales change [c]	26%	31%	33%	29%
Retail stores open at beginning of period	70	74	71	74
Stores opened	—	—	2	3
Stores closed	—	1	3	4
Retail stores open at end of period	70	73	70	73

Retail sales per leased selling square foot [d]	\$ 353	\$ 281	\$ 638	\$ 481
Total leased square footage at end of period (in thousands)	796	792	796	792
Total leased selling square footage at end of period (in thousands) [e]	521	516	521	516

Direct:

Catalogs circulated (in thousands) [f]	7,995	225	7,995	15,131
Catalog pages circulated (in millions) [f]	5,691	54	5,691	7,417
Direct as a percentage of net revenues [g]	47%	46%	47%	46%

[a] Store data represents retail stores plus outlet stores. Net revenues for outlet stores for the three months ended August 3, 2013 and July 28, 2012 were \$20.6 million and \$13.4 million, respectively. Net revenues for outlet stores for the six months ended August 3, 2013 and July 28, 2012 were \$35.0 million and \$24.3 million, respectively.

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[b] Retail data has been calculated based upon retail stores, which includes our Baby & Child stores and excludes outlet stores.

[c] Comparable store sales have been calculated based upon retail stores that were open at least fourteen full months as of the end of the reporting period and did not change square footage by more than 20% between periods. If a store is closed for seven days during a month, that month will be excluded from comparable store sales. Comparable store net revenues exclude revenues from outlet stores.

[d] Retail sales per leased selling square foot is calculated by dividing total net revenues for all retail stores, comparable and non-comparable, by the average leased selling square footage for the period.

[e] Leased selling square footage is retail space at our stores used to sell our products. Leased selling square footage excludes backrooms at retail stores used for storage, office space or similar matters. Leased selling square footage excludes exterior sales space located outside a store, such as courtyards, gardens and rooftops. Leased selling square footage includes approximately 4,500 square feet related to one owned store location.

[f] The catalogs and catalog pages circulated from period to period do not take into account different page sizes per catalog distributed. Page sizes and page counts vary for different catalog mailings and we sometimes mail different versions of a catalog at the same time. Accordingly, period to period comparisons of catalogs circulated and catalog pages circulated do not take these variations into account.

[g] Direct revenues include sales through our catalogs and websites.

RESTORATION HARDWARE HOLDINGS, INC.
RECONCILIATION OF ADJUSTED INCOME STATEMENT ITEMS
(In thousands, except share and per share amounts)
(Uunaudited)

	Three Months Ended							
	Reported August 3, 2013	Adjustments	Adjusted August 3, 2013	% of Net Revenues	Reported July 28, 2012	Adjustments	Adjusted July 28, 2012	% of Net Revenues
Net revenues	\$ 382,098	\$ —	\$ 382,098	100.0%	\$ 292,906	\$ —	\$ 292,906	100.0%
Cost of goods sold	242,872	—	242,872	63.6%	178,779	—	178,779	61.0%
Gross profit	139,226	—	139,226	36.4%	114,127	—	114,127	39.0%
Selling, general and administrative expenses [a]	167,006	(61,960)	105,046	27.5%	94,465	(2,226)	92,239	31.5%
Income (loss) from operations	(27,780)	61,960	34,180	8.9%	19,662	2,226	21,888	7.5%
Interest expense	(1,191)	—	(1,191)	-0.2%	(1,479)	—	(1,479)	-0.5%
Income (loss) before income taxes	(28,971)	61,960	32,989	8.7%	18,183	2,226	20,409	7.0%
Income tax expense (benefit) [b]	(11,136)	24,332	13,196	3.5%	567	7,597	8,164	2.8%
Net income (loss) [c]	\$ (17,835)	\$ 37,628	\$ 19,793	5.2%	\$ 17,616	\$ (5,371)	\$ 12,245	4.2%
EBITDA [d]	\$ (21,182)		\$ 40,778		\$ 26,130		\$ 28,738	
Weighted-average shares used in computing								

basic net income (loss) per share [e]	38,712,000	38,712,000	1,000	36,971,500
Weighted-average shares used in computing diluted net income (loss) per share [e]	38,712,000	40,696,706	1,000	36,971,500
Basic net income (loss) per share	\$ (0.46)	\$ 0.51	\$ 17,616	\$ 0.33
Diluted net income (loss) per share	\$ (0.46)	\$ 0.49	\$ 17,616	\$ 0.33

[a] The adjustments for selling, general, and administrative expenses include management and pre-initial public offering board fees, certain non-cash and other one-time compensation, follow-on offering fees, lease termination costs and special committee investigation and remediation costs. See table titled “Reconciliation of GAAP Net Income (Loss) to Adjusted Net Income” for additional details.

[b] Assumes a normalized tax rate of 40% for all periods presented. See table titled “Reconciliation of GAAP Net Income (Loss) to Adjusted Net Income” for additional details.

[c] Adjusted net income is a supplemental measure of financial performance that is not required by, or presented in accordance with, GAAP. We define adjusted net income as consolidated net income (loss) less non-recurring and other items. Adjusted net income is included in this press release because management believes that adjusted net income provides meaningful supplemental information for investors regarding the performance of our business and facilitates a meaningful evaluation of actual results on a comparable basis with historical results. Our management uses this non-GAAP financial measure in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter.

[d] EBITDA and Adjusted EBITDA are supplemental measures of financial performance that are not required by, or presented in accordance with, GAAP. We define EBITDA as consolidated net income (loss) before depreciation and amortization, interest expense and provision for income taxes. Adjusted EBITDA reflects further adjustments to EBITDA to eliminate the impact of certain items including non-cash or other items that we do not consider representative of our ongoing financial performance. EBITDA and Adjusted EBITDA are included in this press release because they are key metrics used by management, our Board of Directors and our principal shareholders to assess our financial performance, and Adjusted EBITDA is used in connection with determining incentive compensation under our Management Incentive Program (“MIP”). Additionally, EBITDA is frequently used by analysts, investors and other interested parties to evaluate companies in our industry. We believe that Adjusted EBITDA provides useful information facilitating operating performance comparisons from period to period and company to company. We use EBITDA and Adjusted EBITDA, alongside other GAAP measures such as gross profit, operating income (loss) and net income (loss), to measure profitability, as a key profitability target in our annual and other budgets, and to compare our performance against that of peer companies. Please see the table titled “Reconciliation of Net Income (Loss) to EBITDA and Adjusted EBITDA” for further information.

[e] On an adjusted basis for the three months ended July 28, 2012, basic and diluted shares outstanding include (1) the impact of the Reorganization, as well as (2) the 4,782,609 shares of common stock that the Company issued and sold on November 7, 2012 in its initial public offering, as if such events had been completed as of the beginning of the period and the common stock resulting therefrom was outstanding for the period.

RESTORATION HARDWARE HOLDINGS, INC.
RECONCILIATION OF ADJUSTED INCOME STATEMENT ITEMS
(In thousands, except share and per share amounts)
(Unaudited)

	Six Months Ended							
	Reported August 3, 2013	Adjustments	Adjusted August 3, 2013	% of Net Revenues	Reported July 28, 2012	Adjustments	Adjusted July 28, 2012	% of Net Revenues
Net revenues	\$ 683,435	\$ —	\$ 683,435	100.0%	\$ 510,820	\$ —	\$ 510,820 0531	100.0%

Cost of goods sold	442,332	—	442,332	64.7%	321,425	—	321,425	62.9%
Gross profit	241,103	—	241,103	35.3%	189,395	—	189,395	37.1%
Selling, general and administrative expenses [a]	268,372	(66,050)	202,322	29.6%	171,830	(3,690)	168,140	32.9%
Income (loss) from operations	(27,269)	66,050	38,781	5.7%	17,565	3,690	21,255	4.2%
Interest expense	(2,031)	—	(2,031)	-0.3%	(3,054)	—	(3,054)	-0.6%
Income (loss) before income taxes	(29,300)	66,050	36,750	5.4%	14,511	3,690	18,201	3.6%
Income tax expense (benefit) [b]	(11,304)	26,004	14,700	2.2%	623	6,658	7,281	1.5%
Net income (loss) [c]	\$ (17,996)	\$ 40,046	\$ 22,050	3.2%	\$ 13,888	\$ (2,968)	\$ 10,920	2.1%
EBITDA [d]	\$ (14,041)		\$ 52,009		\$ 30,457		\$ 34,897	
Weighted-average shares used in computing basic net income (loss) per share [e]	38,394,013		38,394,013		1,000		36,971,500	
Weighted-average shares used in computing diluted net income (loss) per share [e]	38,394,013		39,511,685		1,000		36,971,500	
Basic net income (loss) per share	\$ (0.47)		\$ 0.57		\$ 13,888		\$ 0.30	
Diluted net income (loss) per share	\$ (0.47)		\$ 0.56		\$ 13,888		\$ 0.30	

[a] The adjustments for selling, general, and administrative expenses include management and pre-initial public offering board fees, certain non-cash and other one-time compensation, follow-on offering fees, lease termination costs and special committee investigation and remediation costs. See table titled "Reconciliation of GAAP Net Income (Loss) to Adjusted Net Income" for additional details.

[b] Assumes a normalized tax rate of 40% for all periods presented. See table titled "Reconciliation of GAAP Net Income (Loss) to Adjusted Net Income" for additional details.

[c] Adjusted net income is a supplemental measure of financial performance that is not required by, or presented in accordance with, GAAP. We define adjusted net income as consolidated net income (loss) less non-recurring and other items. Adjusted net income is included in this press release because management believes that adjusted net income provides meaningful supplemental information for investors regarding the performance of our business and facilitates a meaningful evaluation of actual results on a comparable basis with historical results. Our management uses this non-GAAP financial measure in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter.

[d] EBITDA and Adjusted EBITDA are supplemental measures of financial performance that are not required by, or presented in accordance with, GAAP. We define EBITDA as consolidated net income (loss) before depreciation and 0532

amortization, interest expense and provision for income taxes. Adjusted EBITDA reflects further adjustments to EBITDA to eliminate the impact of certain items including non-cash or other items that we do not consider representative of our ongoing financial performance. EBITDA and Adjusted EBITDA are included in this press release because they are key metrics used by management, our Board of Directors and our principal shareholders to assess our financial performance, and Adjusted EBITDA is used in connection with determining incentive compensation under our MIP. Additionally, EBITDA is frequently used by analysts, investors and other interested parties to evaluate companies in our industry. We believe that Adjusted EBITDA provides useful information facilitating operating performance comparisons from period to period and company to company. We use EBITDA and Adjusted EBITDA, alongside other GAAP measures such as gross profit, operating income (loss) and net income (loss), to measure profitability, as a key profitability target in our annual and other budgets, and to compare our performance against that of peer companies. Please see the table titled "Reconciliation of Net Income (Loss) to EBITDA and Adjusted EBITDA" for further information.

[e] On an adjusted basis for the six months ended July 28, 2012, basic and diluted shares outstanding include (1) the impact of the Reorganization, as well as (2) the 4,782,609 shares of common stock that the Company issued and sold on November 7, 2012 in its initial public offering, as if such events had been completed as of the beginning of the period and the common stock resulting therefrom was outstanding for the period.

RESTORATION HARDWARE HOLDINGS, INC.
RECONCILIATION OF NET INCOME (LOSS) TO OPERATING INCOME (LOSS)
AND ADJUSTED OPERATING INCOME
 (In thousands)
 (Unaudited)

	Three Months Ended		Six Months Ended	
	August 3, 2013	July 28, 2012	August 3, 2013	July 28, 2012
Net income (loss)	\$ (17,835)	\$ 17,616	\$ (17,996)	\$ 13,888
Interest expense	1,191	1,479	2,031	3,054
Income tax expense (benefit)	(11,136)	567	(11,304)	623
Operating income (loss)	(27,780)	19,662	(27,269)	17,565
Management and pre-IPO board fees ^[a]	—	1,198	—	2,087
Non-cash compensation ^[b]	59,832	—	63,155	—
Follow-on offering fees ^[c]	2,128	—	2,895	—
Lease termination costs ^[d]	—	(961)	—	(386)
Special committee investigation and remediation ^[e]	—	1,989	—	1,989
Adjusted operating income	<u>\$ 34,180</u>	<u>\$ 21,888</u>	<u>\$ 38,781</u>	<u>\$ 21,255</u>

[a] Represents fees paid in accordance with our management services agreement with Home Holdings, LLC ("Home Holdings"), as well as fees and expense reimbursements paid to our Board of Directors prior to the initial public offering. All management fees were paid in full at the time of the initial public offering. Board fees and expenses subsequent to the initial public offering are not included in the above adjustments and are included in both the operating and adjusted operating income (loss) amounts.

[b] Includes non-cash compensation charges related to the performance-based vesting of certain shares granted to Mr. Friedman, as well as the one-time, fully vested option granted to Mr. Friedman upon his reappointment as Chairman and Co-Chief Executive Officer in July 2013. All other equity related awards granted to employees are not included in the above adjustments and are included in both the operating and adjusted operating income (loss) amounts.

[c] Represents legal and other professional fees incurred in connection with our follow-on offerings in May 2013 and July 2013.

[d] Includes lease termination costs for retail stores that were closed prior to their respective lease termination dates. The amounts in the three and six months ended July 28, 2012 relate to changes in estimates regarding liabilities for future lease payments for closed stores.

[e] Represents legal and other professional fees, incurred in connection with the investigation conducted by the special committee of the Board of Directors relating to Mr. Friedman and our subsequent remedial actions.

RESTORATION HARDWARE HOLDINGS, INC.
RECONCILIATION OF NET INCOME (LOSS) TO EBITDA AND ADJUSTED EBITDA
 (In thousands)
 (Unaudited)

	Three Months Ended	Six Months Ended		
	August 3, 2013	July 28, 2012	August 3, 2013	July 28, 2012
Net income (loss)	\$ (17,835)	\$ 17,616	\$ (17,996)	\$ 13,888
Depreciation and amortization	6,598	6,468	13,228	12,892
Interest expense	1,191	1,479	2,031	3,054
Income tax expense (benefit)	(11,136)	567	(11,304)	623
EBITDA ^[a]	(21,182)	26,130	(14,041)	30,457
Management and pre-IPO board fees ^[b]	—	1,198	—	2,087
Non-cash compensation ^[c]	59,832	351	63,155	738
Follow-on offering fees ^[d]	2,128	—	2,895	—
Lease termination costs ^[e]	—	(961)	—	(386)
Special committee investigation and remediation ^[f]	—	1,989	—	1,989
Other ^[g]	—	31	—	12
Adjusted EBITDA ^[a]	<u>\$ 40,778</u>	<u>\$ 28,738</u>	<u>\$ 52,009</u>	<u>\$ 34,897</u>

[a] EBITDA and Adjusted EBITDA are supplemental measures of financial performance that are not required by, or presented in accordance with, GAAP. We define EBITDA as consolidated net income (loss) before depreciation and amortization, interest expense and provision for income taxes. Adjusted EBITDA reflects further adjustments to EBITDA to eliminate the impact of certain items including non-cash or other items that we do not consider representative of our ongoing financial performance. EBITDA and Adjusted EBITDA are included in this press release because they are key metrics used by management, our Board of Directors and our principal shareholders to assess our financial performance, and Adjusted EBITDA is used in connection with determining incentive compensation under our MIP. Additionally, EBITDA is frequently used by analysts, investors and other interested parties to evaluate companies in our industry. We believe that Adjusted EBITDA provides useful information facilitating operating performance comparisons from period to period and company to company. We use EBITDA and Adjusted EBITDA, alongside other GAAP measures such as gross profit, operating income (loss) and net income (loss), to measure profitability, as a key profitability target in our annual and other budgets, and to compare our performance against that of peer companies. EBITDA and Adjusted EBITDA are not GAAP measures of our financial performance or liquidity and should not be considered as alternatives to net income (loss), as a measure of financial performance, cash flows from operating activities, as a measure of liquidity, or any other performance measure derived in accordance with GAAP and they should not be construed as an implication that our future results will be unaffected by non-recurring and other items. Our measures of EBITDA and Adjusted EBITDA are not necessarily comparable to other similarly titled captions for other companies due to different methods of calculation.

[b] Represents fees paid in accordance with our management services agreement with Home Holdings, as well as fees and expense reimbursements paid to our Board of Directors prior to the initial public offering. All management fees were paid in full at the time of the initial public offering. Board fees and expenses subsequent to the initial public offering are not included in the above adjustments and are included in both the EBITDA and Adjusted EBITDA amounts.

[c] The three and six months ended August 3, 2013 include non-cash compensation charges related to the performance-based vesting of certain shares granted to Mr. Friedman, as well as the one-time, fully vested option granted to Mr. Friedman upon his reappointment as Chairman and Co-Chief Executive Officer in July 2013. The three and six months ended July 28, 2012 includes stock-based compensation expense incurred prior to the initial public offering. All other equity related awards granted to employees subsequent to the initial public offering are not included in the above adjustments and are included in both the EBITDA and Adjusted EBITDA amounts.

[d] Represents legal and other professional fees incurred in connection with our follow-on offerings in May 2013 and July 2013.

[e] Includes lease termination costs for retail stores that were closed prior to their respective lease termination dates. The amounts in the three and six months ended July 28, 2012 relate to changes in estimates regarding liabilities for future lease payments for closed stores.

[f] Represents legal and other professional fees, incurred in connection with the investigation conducted by the special committee of the Board of Directors relating to Mr. Friedman and our subsequent remedial actions.

[g] Represents certain other items which management believes are not indicative of our ongoing operating performance, which includes foreign exchange gains and losses for the three and six months ended July 28, 2012.

RESTORATION HARDWARE HOLDINGS, INC.
RECONCILIATION OF GAAP NET INCOME (LOSS) TO ADJUSTED NET INCOME
 (In thousands)
 (Unaudited)

	Three Months Ended		Six Months Ended	
	August 3, 2013	July 28, 2012	August 3, 2013	July 28, 2012
GAAP net income (loss)	\$ (17,835)	\$ 17,616	\$ (17,996)	\$ 13,888
Adjustments (pre-tax):				
Management and pre-IPO board fees [a]	\$ —	\$ 1,198	\$ —	\$ 2,087
Non-cash compensation [b]	59,832	—	63,155	—
Follow-on offering fees [c]	2,128	—	2,895	—
Lease termination costs [d]	—	(961)	—	(386)
Special committee investigation and remediation [e]	—	1,989	—	1,989
Subtotal adjusted items	61,960	2,226	66,050	3,690
Impact of income tax items [f]	(24,332)	(7,597)	(26,004)	(6,658)
Adjusted net income [g]	<u>\$ 19,793</u>	<u>\$ 12,245</u>	<u>\$ 22,050</u>	<u>\$ 10,920</u>

[a] Represents fees paid in accordance with our management services agreement with Home Holdings, as well as fees and expense reimbursements paid to our Board of Directors prior to the initial public offering. All management fees were paid in full at the time of the initial public offering. Board fees and expenses subsequent to the initial public offering are not included in the above adjustments and are included in both the GAAP and adjusted net income (loss) amounts.

[b] Includes non-cash compensation charges related to the performance-based vesting of certain shares granted to Mr. Friedman, as well as the one-time, fully vested option granted to Mr. Friedman upon his reappointment as Chairman and Co-Chief Executive Officer in July 2013. All other equity related awards granted to employees are not included in the above adjustments and are included in both the GAAP and adjusted net income (loss) amounts.

[c] Represents legal and other professional fees incurred in connection with our follow-on offerings in May 2013 and July 2013.

[d] Includes lease termination costs for retail stores that were closed prior to their respective lease termination dates. The amounts in the three and six months ended July 28, 2012 relate to changes in estimates regarding liabilities for future lease payments for closed stores.

[e] Represents legal and other professional fees, incurred in connection with the investigation conducted by the special committee of the Board of Directors relating to Mr. Friedman and our subsequent remedial actions.

[f] Assumes a normalized tax rate of 40% for all periods presented.

[g] Adjusted net income is a supplemental measure of financial performance that is not required by, or presented in accordance with, GAAP. We define adjusted net income as consolidated net income (loss) less non-recurring and other items. Adjusted net income is included in this press release because management believes that adjusted net income provides meaningful supplemental information for investors regarding the performance of our business and facilitates a meaningful evaluation of actual results on a comparable basis with historical results. Our management uses this non-GAAP financial measure in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter.

RESTORATION HARDWARE HOLDINGS, INC.
RECONCILIATION OF NET INCOME (LOSS) PER SHARE TO
ADJUSTED NET INCOME PER SHARE

	Three Months Ended		Six Months Ended	
	August 3, 2013	July 28, 2012	August 3, 2013	July 28, 2012
GAAP diluted net loss per share	\$ (0.46)	\$ 17,616	\$ (0.47)	\$ 13,888
Pro forma diluted net income (loss) per share [a]	\$ (0.44)	\$ 0.48	\$ (0.46)	\$ 0.38
EPS impact of adjustments (pre-tax):				
Management and pre-IPO board fees [b]	\$ —	\$ 0.03	\$ —	\$ 0.06
Non-cash compensation [c]	1.47	—	1.60	—
Follow-on offering fees [d]	0.05	—	0.07	—
Lease termination costs [e]	—	(0.03)	—	(0.01)
Special committee investigation and remediation [f]	—	0.05	—	0.05
Subtotal adjusted items	1.52	0.05	1.67	0.10
Impact of income tax items [g]	(0.59)	(0.20)	(0.65)	(0.18)
Adjusted diluted net income per share [h]	<u>\$ 0.49</u>	<u>\$ 0.33</u>	<u>\$ 0.56</u>	<u>\$ 0.30</u>

[a] Pro forma diluted net loss per share for the three and six months ended August 3, 2013 is calculated based on GAAP net loss and diluted weighted-average shares of 40,696,706 and 39,511,685, respectively. Pro forma diluted net income per share for the three and six months ended July 28, 2012 is calculated based on GAAP net income and the Company's vested share count as if (1) the Reorganization and (2) initial public offering had been completed as of the beginning of the respective periods and the common stock resulting therefrom was outstanding for the respective periods.

[b] Represents fees paid in accordance with our management services agreement with Home Holdings, as well as fees and expense reimbursements paid to our Board of Directors prior to the initial public offering. All management fees were paid in full at the time of the initial public offering. Board fees and expenses subsequent to the initial public offering are not included in the above adjustments and are included in both the GAAP and adjusted net income (loss) amounts.

[c] Includes non-cash compensation charges related to the performance-based vesting of certain shares granted to Mr. Friedman, as well as the one-time, fully vested option granted to Mr. Friedman upon his reappointment as Chairman and Co-Chief Executive Officer in July 2013. All other equity related awards granted to employees are not included in the above adjustments and are included in both the GAAP and adjusted net income (loss) amounts.

[d] Represents legal and other professional fees incurred in connection with our follow-on offerings in May 2013 and July 2013.

[e] Includes lease termination costs for retail stores that were closed prior to their respective lease termination dates. The amounts in the three and six months ended July 28, 2012 relate to changes in estimates regarding liabilities for future lease payments for closed stores.

[f] Represents legal and other professional fees, incurred in connection with the investigation conducted by the special committee of the Board of Directors relating to Mr. Friedman and our subsequent remedial actions.

[g] Assumes a normalized tax rate of 40% for all periods presented.

[h] Adjusted diluted net income per share is a supplemental measure of financial performance that is not required by, or presented in accordance with GAAP. We define adjusted net income per share as consolidated net income (loss) less non-recurring and other items divided by the Company's post-initial public offering share count. Adjusted net income per share is included in this press release because management believes that adjusted net income per share provides meaningful supplemental information for investors regarding the performance of our business and facilitates a meaningful evaluation of actual results on a comparable basis with historical results. Our management uses this non-GAAP financial measure in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter.

Source: Restoration Hardware Holdings, Inc.

Restoration Hardware Holdings, Inc.
Cameron McLaughlin, 415-945-4998
VP, Investor Relations
cmclaughlin@restorationhardware.com

From: Huang, Bonan [/O=COF/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=BONAN.HUANG]
Sent: 4/8/2014 3:50:38 PM
To: cooky wang [cookywang67@gmail.com]
Subject: RE: from mayfield

yes, from wechat next time

From: cooky wang [mailto:cookywang67@gmail.com]
Sent: Tuesday, April 08, 2014 11:50 AM
To: Huang, Bonan
Subject: Re: from mayfield

Limit Price:
\$

Duration:
 

may i choose this one" GOOD UNTIL CANCELLED" , for RT , CALL 0.6 FOR 5

On Tue, Apr 8, 2014 at 11:43 AM, Huang, Bonan <Bonan.Huang@capitalone.com> wrote:

or RT, if you have guts ...

From: cooky wang [mailto:cookywang67@gmail.com]
Sent: Tuesday, April 08, 2014 11:43 AM

To: Huang, Bonan
Subject: Re: from mayfield

BSO~

On Tue, Apr 8, 2014 at 11:36 AM, Huang, Bonan <Bonan.Huang@capitalone.com> wrote:

theres no such stock. Why not LNKD? it's dropped so hard last several days.

From: cooky wang [mailto:cookywang67@gmail.com]
Sent: Tuesday, April 08, 2014 11:36 AM
To: Huang, Bonan
Subject: Re: from mayfield

JPC ,haha

On Tue, Apr 8, 2014 at 11:20 AM, Huang, Bonan <Bonan.Huang@capitalone.com> wrote:

Now it's your call. :)

From: cooky wang [mailto:cookywang67@gmail.com]
Sent: Tuesday, April 08, 2014 10:52 AM
To: Huang, Bonan
Subject: from mayfield

Bring in 1 stock you have now or wish you had in the future so we can analyze stocks for the next 5 weeks

upon message is my professor sent to me :)

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person_id	ezorder_id	leg_id	description	ezactivity_id	position_type	quantity_entered
4ZE89435	39026058	42282597	FINL Stock	44505721	Buy to Open	102
4ZE89435	39026058	42282597	FINL Stock	44506024	Buy to Open	102
4ZE89435	39024307	42286249	DTE Stock	44506210	Buy to Open	37
4ZE89435	39027364	42286992	LF Stock	44507802	Buy to Open	355
4ZE89435	39027728	42288094	DTE Stock	44516636	Sell to Close	37
4ZE89435	39048310	42310427	ZAGG Stock	44538118	Buy to Open	273
4ZE89435	39167542	42454110	FINL Stock	44701025	Sell to Close	102
4ZE89435	39167542	42454110	FINL Stock	44701027	Sell to Close	102
4ZE89435	39173221	42461308	HUM Feb 12 87.500 Call	44708155	Buy to Open	1
4ZE89435	39177030	42469070	HUM Feb 12 87.500 Call	44814746	Sell to Close	1
4ZE89435	39250694	42557820	LF Stock	44818729	Buy to Open	340
4ZE89435	39442574	42787027	SBUX Feb 12 48.000 Call	45073135	Buy to Open	1
4ZE89435	39477857	42828811	SBUX Feb 12 48.000 Call	45139583	Sell to Close	1
4ZE89435	39535904	42895918	ZAGG Stock	45216244	Sell to Close	273
4ZE89435	39535904	42895918	ZAGG Stock	45216245	Sell to Close	273
4ZE89435	39535904	42895918	ZAGG Stock	45216246	Sell to Close	273
4ZE89435	39535887	42896004	LF Stock	45218097	Buy to Open	400
4ZE89435	39535887	42896004	LF Stock	45219943	Buy to Open	400
4ZE89435	39897294	43327390	LF Jun 12 10.000 Call	45685474	Buy to Open	39
4ZE89435	40623202	44184470	DG Apr 12 43.000 Call	46621863	Buy to Open	3
4ZE89435	41363798	45060477	LF Jun 12 10.000 Call	47630846	Sell to Close	39
4ZE89435	41371187	45073968	DG Nov 12 55.000 Call	47643851	Buy to Open	14
4ZE89435	41713917	45478396	LF Sep 12 10.000 Call	48098452	Buy to Open	7
4ZE89435	41752050	45525497	DG Apr 12 43.000 Call	48176067	Sell to Close	3
4ZE89435	41791449	45573293	JCP May 12 33.000 Put	48228802	Buy to Open	8
4ZE89435	42028312	45867669	JCP May 12 33.000 Put	48556058	Sell to Close	8
4ZE89435	42028312	45867669	JCP May 12 33.000 Put	48556059	Sell to Close	8
4ZE89435	42033167	45865621	JCP Apr 12 35.000 Put	48556741	Buy to Open	10
4ZE89435	42033167	45865621	JCP Apr 12 35.000 Put	48556743	Buy to Open	10
4ZE89435	42033671	45866984	JCP Apr 12 35.000 Put	48558855	Sell to Close	10
4ZE89435	42047319	45883708	NFLX May 12 100.000 Put	48572762	Buy to Open	1
4ZE89435	42082705	45926418	DG Nov 12 55.000 Call	48621752	Sell to Close	14
4ZE89435	42096580	45942019	NFLX May 12 105.000 Put	48637034	Buy to Open	1
4ZE89435	42131739	45983079	LF Stock	48698329	Sell to Close	1095
4ZE89435	42136283	45993469	COH May 12 75.000 Put	48705089	Buy to Open	2
4ZE89435	42136283	45993469	COH May 12 75.000 Put	48705090	Buy to Open	2
4ZE89435	42136891	45994817	COH May 12 75.000 Put	48708980	Sell to Close	2
4ZE89435	42146428	46003583	COH May 12 75.000 Put	48720586	Buy to Open	2
4ZE89435	42146428	46003583	COH May 12 75.000 Put	48720587	Buy to Open	2
4ZE89435	42162549	46023584	COH May 12 75.000 Put	48736058	Sell to Close	2
4ZE89435	42160995	46031151	NFLX May 12 105.000 Put	48737830	Sell to Close	1
4ZE89435	42165743	46027001	NFLX May 12 100.000 Put	48738704	Sell to Close	1
4ZE89435	42195088	46067110	JCP May 12 35.000 Put	48776407	Buy to Open	5
4ZE89435	42213586	46084778	JCP May 12 35.000 Put	48794594	Buy to Open	5
4ZE89435	42244784	46123431	JCP Jun 12 31.000 Put	48835349	Buy to Open	20
4ZE89435	42471558	46397251	JCP Jun 12 29.000 Put	49129116	Buy to Open	20
4ZE89435	42476386	46406708	JCP Jun 12 29.000 Put	49138813	Buy to Open	19
4ZE89435	42568905	46510469	JCP Jun 12 29.000 Put	49245875	Sell to Close	29
4ZE89435	42568905	46510469	JCP Jun 12 29.000 Put	49246136	Sell to Close	29
4ZE89435	42594793	46544550	RST May 12 10.000 Call	49278709	Buy to Open	4
4ZE89435	42599216	46553203	RST May 12 10.000 Call	49291561	Sell to Close	4

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FINL::S	DAY	19.49	LIMIT	Filled	01/11/2012	11:04:46.672
DTE::S	DAY	53.71	LIMIT	Filled	01/11/2012	11:06:18.405
LF::S	DAY	5.63	LIMIT	Filled	01/11/2012	11:23:24.993
DTE::S	GOOD_TILL_CANCEL			Filled	01/11/2012	11:58:12.879
ZAGG::S	DAY	7.31	LIMIT	Filled	01/12/2012	08:35:38.550
FINL::S	DAY	19.1	LIMIT	Filled	01/18/2012	08:36:03.722
FINL::S	DAY	19.1	LIMIT	Filled	01/18/2012	08:36:03.722
HUM:20120218:875000:C	DAY	8.2	LIMIT	Filled	01/18/2012	09:18:02.588
HUM:20120218:875000:C	GOOD_TILL_CANCEL			Filled	01/18/2012	10:26:54.968
LF::S	DAY	5.425	LIMIT	Filled	01/20/2012	08:53:55.433
SBUX:20120218:480000:C	DAY	1.1	LIMIT	Filled	01/26/2012	10:05:21.897
SBUX:20120218:480000:C	DAY	0.71	LIMIT	Filled	01/27/2012	08:37:21.900
ZAGG::S	GOOD_TILL_CANCEL			Filled	01/30/2012	08:44:31.892
ZAGG::S	GOOD_TILL_CANCEL			Filled	01/30/2012	08:44:31.892
ZAGG::S	GOOD_TILL_CANCEL			Filled	01/30/2012	08:44:31.892
LF::S	DAY	5.56	LIMIT	Filled	01/30/2012	08:57:47.993
LF::S	DAY	5.56	LIMIT	Filled	01/30/2012	08:57:47.993
LF:20120616:100000:C	DAY	0.2	LIMIT	Filled	02/09/2012	08:33:27.206
DG:20120421:430000:C	DAY	1.3	LIMIT	Filled	03/02/2012	13:06:32.763
LF:20120616:100000:C	DAY	0.25	LIMIT	Filled	03/27/2012	09:46:40.812
DG:20121117:550000:C	DAY	0.75	LIMIT	Filled	03/27/2012	11:55:52.011
LF:20120922:100000:C	DAY	0.6	LIMIT	Filled	04/09/2012	13:12:13.941
DG:20120421:430000:C	DAY	2.55	LIMIT	Filled	04/10/2012	12:40:14.605
JCP:20120519:330000:P	DAY	0.99	LIMIT	Filled	04/11/2012	11:48:39.435
JCP:20120519:330000:P	DAY			Filled	04/19/2012	09:35:26.672
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JCP:20120421:350000:P	DAY	0.54	LIMIT	Filled	04/19/2012	09:44:29.238
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JCP:20120421:350000:P	DAY	0.62	LIMIT	Filled	04/19/2012	09:58:28.147
NFLX:20120519:1000000:P	DAY	5.65	LIMIT	Filled	04/19/2012	12:15:06.670
DG:20121117:550000:C	DAY	0.75	LIMIT	Filled	04/20/2012	10:28:51.285
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LF::S	DAY	8.24	LIMIT	Partially Filled	04/23/2012	09:36:05.102
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COH:20120519:750000:P	DAY	2.95	LIMIT	Filled	04/23/2012	10:22:32.107
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JCP:20120519:350000:P	DAY	1.31	LIMIT	Filled	04/25/2012	08:36:26.498
JCP:20120616:310000:P	DAY	0.49	LIMIT	Filled	04/25/2012	14:02:34.554
JCP:20120616:290000:P	DAY	0.48	LIMIT	Filled	05/03/2012	08:51:19.819
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RST:20120519:100000:C	DAY	0.95	LIMIT	Filled	05/07/2012	14:59:35.451
RST:20120519:100000:C	DAY	1.65	LIMIT	Filled	05/08/2012	08:47:57.536

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01/11/2012 11:05:26.000	01/11/2012	11:05:26.000	citi	SBSH	19.49	2
01/11/2012 11:08:32.000	01/11/2012	11:08:32.000	ubs	O	53.71	37
01/11/2012 11:26:16.000	01/11/2012	11:26:17.000	ubs	O	5.63	355
01/11/2012 13:24:05.000	01/11/2012	13:24:05.000	citi	SBSH	53.48	-37
01/12/2012 08:37:00.000	01/12/2012	08:37:00.000	citi	SBSH	7.31	273
01/18/2012 08:37:33.000	01/18/2012	08:37:56.000	citi	SBSH	19.1	-100
01/18/2012 08:37:56.000	01/18/2012	08:37:56.000	citi	SBSH	19.1	-2
01/18/2012 09:18:02.000	01/18/2012	09:18:03.000	citadel	AMEX	8.2	1
01/20/2012 08:39:26.000	01/20/2012	08:39:26.000	citadel	AMEX	6.9	-1
01/20/2012 08:53:55.000	01/20/2012	08:53:56.000	ubs	O	5.43	340
01/26/2012 10:05:23.000	01/26/2012	10:05:23.000	citi	ISE	1.1	1
01/27/2012 08:37:33.000	01/27/2012	08:37:34.000	citi	PHLX	0.71	-1
01/30/2012 08:52:29.000	01/30/2012	08:52:29.000	ubs	O	8.7	-90
01/30/2012 08:52:29.000	01/30/2012	08:52:29.000	ubs	O	8.6845	-83
01/30/2012 08:52:29.000	01/30/2012	08:52:29.000	ubs	O	8.681	-100
01/30/2012 09:04:11.000	01/30/2012	09:13:14.000	ubs	O	5.56	100
01/30/2012 09:13:13.000	01/30/2012	09:13:14.000	ubs	O	5.56	300
02/09/2012 08:33:27.000	02/09/2012	08:33:28.000	citadel	CBOE	0.2	39
03/02/2012 13:06:32.000	03/02/2012	13:06:33.000	citi	PHLX	1.3	3
03/27/2012 09:46:41.000	03/27/2012	09:46:42.000	citadel	Z	0.25	-39
03/27/2012 11:55:52.000	03/27/2012	11:55:52.000	citi	PHLX	0.75	14
04/09/2012 13:12:14.000	04/09/2012	13:12:15.000	citadel	Z	0.6	7
04/10/2012 12:40:14.000	04/10/2012	12:40:15.000	citi	PHLX	2.55	-3
04/11/2012 12:18:39.000	04/11/2012	12:18:39.000	citi	NOM	0.99	8
04/19/2012 09:39:15.000	04/19/2012	09:39:15.000	citi	ARCA	0.74	-7
04/19/2012 09:39:15.000	04/19/2012	09:39:15.000	citi	ARCA	0.73	-1
04/19/2012 09:44:29.000	04/19/2012	09:44:57.000	citi	NOM	0.54	1
04/19/2012 09:44:57.000	04/19/2012	09:44:57.000	citi	NOM	0.54	9
04/19/2012 09:58:29.000	04/19/2012	09:58:30.000	citi	NOM	0.62	-10
04/19/2012 12:15:25.000	04/19/2012	12:15:25.000	citadel	Z	5.65	1
04/20/2012 10:28:52.000	04/20/2012	10:28:52.000	citi	PHLX	0.75	-14
04/20/2012 12:47:56.000	04/20/2012	12:47:56.000	citadel	Z	8.15	1
04/23/2012 09:36:23.000	04/23/2012	09:37:37.000	ubs	O	8.24	-100
04/23/2012 10:25:54.000	04/23/2012	10:25:55.000	citi	PHLX	2.95	1
04/23/2012 10:25:54.000	04/23/2012	10:25:55.000	citi	PHLX	2.95	1
04/23/2012 11:08:26.000	04/23/2012	11:08:27.000	citi	PHLX	2.65	-2
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04/23/2012 13:39:38.000	04/23/2012	13:39:39.000	citi	PHLX	2.55	1
04/24/2012 08:33:29.000	04/24/2012	08:33:29.000	citi	CBOE	3.6	-2
04/24/2012 08:40:49.000	04/24/2012	08:40:50.000	citadel	Z	18.3	-1
04/24/2012 08:44:18.000	04/24/2012	08:44:19.000	citadel	Z	14.2	-1
04/24/2012 14:34:58.000	04/24/2012	14:34:59.000	citi	NOM	2.03	5
04/25/2012 08:36:26.000	04/25/2012	08:36:27.000	citi	NOM	1.31	5
04/25/2012 14:03:12.000	04/25/2012	14:03:13.000	citi	NOM	0.49	20
05/03/2012 08:51:40.000	05/03/2012	08:51:41.000	citi	NOM	0.48	20
05/03/2012 09:45:51.000	05/03/2012	09:45:52.000	citi	NOM	0.46	19
05/07/2012 08:40:55.000	05/07/2012	08:40:56.000	citi	AMEX	0.52	-11
05/07/2012 08:40:55.000	05/07/2012	08:40:56.000	citi	BOX	0.52	-18
05/07/2012 14:59:40.000	05/07/2012	14:59:41.000	citadel	AMEX	0.95	4
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5PD45586	44667029	49004750	PETS Aug 12 12.500 Put	51806977	Buy to Open	10
5PD45586	44681054	49020369	UA Aug 12 45.000 Put	51832684	Buy to Open	10
5PD45586	44681054	49020369	UA Aug 12 45.000 Put	51832685	Buy to Open	10
5PD45586	44692566	49037633	PETS Aug 12 12.500 Put	51861624	Sell to Close	10
5PD45586	44692566	49037633	PETS Aug 12 12.500 Put	51861625	Sell to Close	10
5PD45586	44713734	49058173	UA Aug 12 45.000 Put	51867807	Buy to Open	20
5PD45586	44768567	49131305	STMP Aug 12 25.000 Call	51930305	Buy to Open	20
5PD45586	44769747	49131985	UA Aug 12 45.000 Put	51939166	Sell to Close	30
5PD45586	44789386	49151920	JCP Jul 12 22.000 Put(Weekly)	51955704	Buy to Open	10
5PD45586	44789386	49151920	JCP Jul 12 22.000 Put(Weekly)	51955705	Buy to Open	10
5PD45586	44818938	49186910	JCP Jul 12 22.000 Put(Weekly)	51989546	Sell to Close	10
5PD45586	44819044	49188195	FB Jul 12 27.000 Put(Weekly)	51991293	Buy to Open	1
5PD45586	44819802	49192029	FB Jul 12 27.000 Put(Weekly)	51992132	Buy to Open	1
5PD45586	44850909	49227605	FB Sep 12 23.000 Put	52026009	Buy to Open	5
5PD45586	44871111	49254767	FB Sep 12 23.000 Put	52052211	Buy to Open	5
5PD45586	45008711	49415126	JCP Aug 12 19.000 Put(Weekly)	52247695	Buy to Open	10
5PD45586	45010544	49411421	JCP Aug 12 19.000 Put(Weekly)	52249715	Buy to Open	20
5PD45586	45010544	49411421	JCP Aug 12 19.000 Put(Weekly)	52249716	Buy to Open	20
5PD45586	45015082	49419346	JCP Aug 12 18.000 Put(Weekly)	52252107	Buy to Open	50
5PD45586	45015082	49419346	JCP Aug 12 18.000 Put(Weekly)	52252268	Buy to Open	50
5PD45586	45015082	49419346	JCP Aug 12 18.000 Put(Weekly)	52252269	Buy to Open	50
5PD45586	45015082	49419346	JCP Aug 12 18.000 Put(Weekly)	52252270	Buy to Open	50
5PD45586	45075655	49489187	JCP Aug 12 20.000 Put(Weekly)	52318305	Buy to Open	20
5PD45586	45075655	49489187	JCP Aug 12 20.000 Put(Weekly)	52318306	Buy to Open	20
5PD45586	45094167	49509920	JCP Aug 12 14.000 Put	52349867	Buy to Open	50
5PD45586	45205864	49643280	JCP Nov 12 21.000 Put	52474807	Buy to Open	20
5PD45586	45205788	49645277	JCP Aug 12 18.000 Put	52477011	Buy to Open	60
5PD45586	45209585	49648036	JCP Aug 12 21.000 Put	52477952	Buy to Open	100
5PD45586	45209585	49648036	JCP Aug 12 21.000 Put	52477954	Buy to Open	100
5PD45586	45209585	49648036	JCP Aug 12 21.000 Put	52477955	Buy to Open	100
5PD45586	45223847	49664698	JCP Aug 12 19.000 Put(Weekly)	52493014	Buy to Open	50
5PD45586	45234822	49679706	JCP Aug 12 18.000 Put(Weekly)	52505291	Buy to Open	200
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505514	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505515	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505516	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505517	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505518	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505519	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505520	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505521	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505522	Buy to Open	100
5PD45586	45234844	49676240	JCP Aug 12 19.000 Put(Weekly)	52505523	Buy to Open	100
5PD45586	45236256	49671701	JCP Aug 12 19.000 Put(Weekly)	52505607	Buy to Open	100
5PD45586	45830402	50381182	ULTA Sep 12 90.000 Put	53241735	Buy to Open	1
5PD45586	45863190	50426149	ULTA Sep 12 90.000 Put	53317939	Sell to Close	1
5PD45586	45889996	50453148	MW Sep 12 32.000 Call	53344234	Buy to Open	2
5PD45586	45890553	50453466	MW Sep 12 32.000 Call	53344370	Buy to Open	2
5PD45586	45887207	50454389	MW Sep 12 32.000 Call	53346445	Buy to Open	1
5PD45586	45906618	50471295	MW Sep 12 32.000 Call	53365969	Sell to Close	5
5PD45586	45906618	50471295	MW Sep 12 32.000 Call	53365970	Sell to Close	5
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09/05/2012 14:26:28.000	09/05/2012	14:26:28.000	citadel	Z	1.75	2
09/05/2012 14:51:26.000	09/05/2012	14:51:27.000	citadel	Z	1.75	1
09/06/2012 09:21:57.000	09/06/2012	09:22:09.000	citadel	Z	4.7	-2
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		199.244.214.111
		199.244.214.111

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

**BONAN HUANG
NAN HUANG,**

Defendants.

Case No. 2:15-cv-00269-MAK

Plaintiff's First Set of Interrogatories Directed to Bonan Huang

Pursuant to Federal Rules of Civil Procedure 26 and 33, plaintiff Securities and Exchange Commission (the “Commission”) hereby requests that defendant Bonan Huang answer the below interrogatories and serve his answers and any objections on plaintiff’s counsel, Christopher R. Kelly, Esquire, at the Commission’s Philadelphia Regional Office, 1617 JFK Blvd., Suite 520, Philadelphia, Pennsylvania, 19103, within five days, as ordered by the Court’s Temporary Restraining Order Freezing Assets, Granting Other Relief, and Order to Show Cause, entered by the U.S. District Court for the Eastern District of Pennsylvania on January 21, 2015 in this matter captioned SEC v. Huang, Case No. 15-cv-269 (E.D. Pa.). The Commission reserves the right to supplement these interrogatories at any time.

Definitions

Unless a contrary meaning appears in the text, the following Definitions shall apply for purposes of these interrogatories:

A. The term “Commission” means the Securities and Exchange Commission, the plaintiff in this Action.

B. The term “Bonan Huang” means Bonan Huang, a defendant in this Action. The

term also includes any of Bonan Huang's current or former employees, attorneys, agents, accountants, auditors, consultants, advisors, or representatives.

C. The terms "you" and "your" refer to "Bonan Huang," as that term is defined above.

D. The term "Capital One" means Capital One Financial Corporation. The term "Capital One" includes any of Capital One Financial Corporation's current or former directors, officers, members, managers, partners, employees, attorneys, agents, accountants, auditors, consultants, advisors, or representatives and any of Capital One Financial Corporation's successors, predecessors, parents, subsidiaries, and affiliates or any of their respective current or former directors, officers, members, managers, partners, employees, attorneys, agents, accountants, auditors, consultants, advisors, or representatives.

E. The phrase "this Action" means the above-captioned action, SEC v. Huang, No. 15-cv-269 (E.D. Pa.), pending in the U.S. District Court for the Eastern District of Pennsylvania.

F. The term "Consumer Retail Corporations" shall mean the companies listed on Attachment A.

G. The terms "person" or "persons" mean any natural person, legal person, corporation, partnership, general partnership, limited partnership, limited liability company, joint venture, business organization, firm, association, sole proprietorship, agency, board, authority, commission, or other entity of any kind.

H. The terms "document" or "documents" mean any form of writing or recordation in any medium upon which information may be printed, recorded, or stored and shall include, without limitation, the following: all writings (handwritten, typed, printed, or the like), all drawings, brochures, sales materials, graphs, graphics, charts, photographs, negative

photographs, audio tape, or digital recordings memorialized in any form of media, electronic communications, e-mail messages (and attachments thereto), and other data compilations and databases whether analog or digital or another format from which information can be obtained and translated, if necessary, into a reasonably usable form. The terms "document" and "documents" also include images, film, microfilm, microfiche, video tape, video disk, any digital recording format, and the like. Where multiple copies of a document exist and such copies are in any respect non-identical (due to modification, alteration, notation, marginalia, or for any other reason), each non-identical copy constitutes a separate document for purposes of these requests. The terms "document" and "documents" shall include any draft document or other non-final document. The terms "document" and "documents" shall include electronically stored information and tangible things.

I. The term "communication" means any conversation, correspondence, discussion, meeting, message, or other occurrence in which data, conclusions, information, opinions, or thoughts are exchanged between two or more persons, whether it be written, oral, electronically transmitted, or transmitted by some other means.

J. The terms "and" and "or" shall be construed in both the disjunctive and the conjunctive to permit the broadest possible reading of the interrogatory so as to bring within the scope of the interrogatory documents or responses that might otherwise be construed to be outside the scope of the interrogatory.

K. The term "concerning" means concerning, comprising, constituting, containing, commenting on, dealing with, describing, discussing, embodying, evidencing, illustrating, pertaining to, referring to, reflecting, regarding, relating to, responding to, stating, or supporting in any way, either directly or indirectly.

L. The terms "relating to" and "relate to" shall be construed in the broadest possible sense to mean, inter alia, concerning, referring to, embodying, constituting, describing, connected with, commenting on, responding to, evidencing, identifying, supporting, contradicting, and/or rebutting.

M. The singular form of a particular word shall be construed to include the plural and vice versa so as to include any documents or responses that might otherwise be considered to be beyond the scope of a particular interrogatory.

N. Any masculine, feminine, or neuter term includes all other genders.

O. The term "all" shall be construed to mean all and each.

Instructions

A. Where knowledge, information, or documents are requested, such request encompasses knowledge, information, or documents in your possession, custody, or control or in the possession, custody, or control of your current or former employees, attorneys, agents, accountants, auditors, consultants, advisors, or representatives.

B. Answer each interrogatory fully. If you object to any interrogatory, state the reasons for objection and answer to the extent the interrogatory is not objectionable. If you are unable to answer an interrogatory fully, submit as much information as is available, explain why your answer is incomplete, and identify and describe all other sources of more complete information.

C. With respect to any documents responsive to or relating to these interrogatories, if you are aware that such documents once existed, but have been destroyed, you are required to state when the documents were destroyed and otherwise identify the circumstances surrounding the destruction.

D. With respect to any documents responsive to or relating to these interrogatories, if such documents are not in your possession, but you know or have reason to believe they exist, the documents should be identified to the extent possible indicating the circumstances of your knowledge or beliefs regarding the documents.

E. If you decline to respond to any of the following interrogatories or any part of an interrogatory by claiming that it calls for a communication, information, or document that is privileged or is otherwise subject to protection from discovery, set forth the following:

1. the privilege or doctrine relied upon for withholding the information, communication, or document;
2. the subject matter to which the information, communication, or document relates;
3. with respect to any documents: (a) the date appearing on the document, and if no date thereon, so state and give the date, or approximate date, on which the document was prepared; (b) the general nature and a description of the document (e.g., whether it is a letter, memorandum, e-mail message, minutes of a meeting, etc.), and the number of pages of which it consists; (c) the name of the person or persons who signed the document and, if it was not signed, so state and give the name of the person or persons who prepared it; and (d) the name of the person to whom the document was addressed and the name of each person, other than the addressee, who received the document, or a copy thereof;
4. the identities of each person who made or authored the communication or document or to whom the communication or document was directed or to whom the communication or document or pertinent information has been disclosed;
5. the date the communication was made or the document or information was created and transmitted.

F. The phrase "describe in detail" as used in these interrogatories includes a request for a complete description and explanation of the facts, circumstances, analysis, opinion, and other information relating to the subject matter of the specific interrogatory. If you do not recall every specific detail responsive to the interrogatory, describe your best understanding of the

general information that you do recall.

G. The phrase "state all facts" as used in these interrogatories requires that you: (a) completely set forth all facts relating to the subject matter of the interrogatory; (b) identify all persons with knowledge of such facts; (c) set forth the nature of each such person's knowledge of such facts; and (d) identify each document relating to such facts and the subject matter of the interrogatory.

H. When called upon to "identify" or to state an "identity" or "identities":

1. in the case of a person other than a natural person, to set forth, inter alia, its name, the address of its principal place of business (including ZIP code), its telephone number, its state of incorporation or organization, its type of business organization, and the name of its chief executive officer (or, if none, the person holding a similar position), as well as, if it has a person other than a natural person who ultimately controls it, that other person's name, the address of that person's principal place of business (including ZIP code), that other person's telephone number, that other person's state of incorporation or organization, that other person's type of business organization, and the name of that other person's chief executive officer (or, if none, the person holding a similar position);
2. in the case of a natural person, his name, his address (including ZIP code), his telephone number, the name of his employer, his employer's address (including ZIP code), and his title or position;
3. in the case of a communication, its date, type (e.g., telephone conversation, in-person meeting), the place where it occurred, the identity of the person who made the communication, the identity of the person who received the communication, the identities of all persons present during the communication or to whom its contents were disclosed, and the subject matter discussed;
4. in the case of a document, the title of the document, its author, the title or position and employer of the author, the addressee, each recipient of the document, the type of document (e.g., letter, e-mail message), the date of preparation, the date appearing on the document, the subject matter of the document, and the number of pages of which it consists;
5. in the case of a contract or an agreement, its date, the place where it was executed or occurred, the identity of each person who was a party to the contract or agreement, the identity of each person who has knowledge of the contract or agreement or its terms, the identity of each person present when

the contract or agreement was executed or when the contract or agreement occurred, and the subject matter of the contract or agreement.

- I. All capitalized terms not defined herein have the definitions ascribed to them in the complaint (or any amended complaint) filed in this Action.
- J. Whenever a verb of any tense is used in these interrogatories, it shall include all other tenses as necessary to include any information that might otherwise be considered to be beyond the scope of a particular interrogatory.

K. These interrogatories are continuing in nature such that you must supplement your responses in accordance with Rule 26(e) of the Federal Rules of Civil Procedure. Any supplemental responses shall be promptly served on the Commission's counsel of record.

Interrogatories

1. Identify all persons that have knowledge of facts relating to or concerning the subject matter of this Action or the allegations set forth in the complaint (or any amended complaint) in this Action or any of the allegations (including affirmative defenses) set forth in your answer (or any amended answer) or any other pleading (or any amended pleading) and describe in detail the nature of each such person's knowledge.
2. Identify all persons who have or had within their possession, custody, or control documents relating to or concerning the subject matter of this Action or the allegations set forth in the complaint (or any amended complaint) in this Action or any of the allegations (including affirmative defenses) set forth in your answer (or any amended answer) or any other pleading (or any amended pleading) and also identify all physical locations of such documents and all electronic sources of such documents (including, without limitation, computers, e-mail accounts, and servers).
3. For the time period from January 1, 2011 to the present, identify each telephone number you or your wife or any member of your family or household has used and set forth who used the number, the periods of such use, the telephone company or carrier, and whether the number was a home, office, mobile, pager, facsimile, or some other kind of number.
4. For the time period from January 1, 2011 to the present, identify each brokerage, investment, checking, savings, bank, credit card, charge card, debit card, or other financial account owned or controlled, in whole or in part, by you and set forth the firm at which the account was held, the full address of such firm, and the account number.

5. Identify any foreign transfers of any cash, currency of any kind, or other assets by you or anyone related to you by blood or marriage.

6. Set forth all reasons or factors that led you to search Capital One's computing or other information technology systems for data or other information relating to the Consumer Retail Corporations from January 1, 2011 to the present. To the extent that any communication with any person was a reason or factor relating to any search, identify the person or persons involved in such communications, the date and time of such communications, the location of the communications, and describe in detail the content of such communications.

7. Identify what, if anything, you did with any data or other information that you emailed, downloaded, or otherwise saved as a result of your searches on Capital One's computing or other information technology systems.

8. Set forth all reasons, factors, or other information that led you to purchase Consumer Retail Corporation securities from January 1, 2011 to the present. To the extent that any communication with any person was a factor relating to any purchase, identify the person or persons involved in such communications, the date and time of such communications, the location of the communications, and describe in detail the content of such communications.

Dated: January 22, 2015

BY: Christopher R. Kelly
G. Jeffrey Boujoukos
David L. Axelrod
Christopher R. Kelly
Securities and Exchange Commission
Philadelphia Regional Office
1617 JFK Boulevard, Suite 520
Philadelphia, PA 19103
Telephone: (215) 597-3100
Facsimile: (215) 597-2740

ATTACHMENT A

1. Advance Auto Parts
2. Apple
3. Asbury Automotive Group
4. American Eagle Outfitters
5. AIG
6. Amazon
7. Abercrombie and Fitch
8. Angies Lits
9. Aeropostale
10. Ascena Retail Group
11. Autozone
12. Joseph A Bank
13. Bank of America
14. Baxter Int'l Group
15. Bed Bath and Beyond
16. Bravo Brio Restaurant Group
17. Best Buy
18. BeBe
19. Big 5 Sporting Goods
20. Big Lots
21. BJ's Restaurants
22. Buckle inc
23. Barnes and Nobles
24. Body Central Corp
25. Bonton
26. Burlington Stores
27. Buffalo Wild Wings
28. Coinstar
29. CEC Entertainment
30. Casual Male
31. Cabelas
32. Cache Inc
33. Cheesecake Factory
34. Avis Budge Group
35. Caseys General Store
36. Cato Corp
37. Christopher and Banks Corp
38. Cracker Barrel
39. Anadarko
40. McDonalds

- 41. CEC Entertainment
- 42. Chicos
- 43. Chipotle
- 44. Capital One
- 45. Coach
- 46. Columbia Sportswear
- 47. Conns Inc
- 48. Cree Inc
- 49. Carters Inc
- 50. Salesforce.com
- 51. Citi Trends Inc
- 52. Coldwater Creek
- 53. Dillards
- 54. Destination Maternity
- 55. Dollar General
- 56. Dicks Sporting Goods
- 57. Dollar Tree
- 58. Dunkin Brands
- 59. Dominos
- 60. Darden
- 61. DSW
- 62. DTE Energy Group
- 63. DirectV
- 64. Ethan Allen Interiors
- 65. Expedia
- 66. Express Inc.
- 67. FAS
- 68. Facebook
- 69. Family Dollar
- 70. Finish Line
- 71. Five Below
- 72. Foot Locker
- 73. Fifth and Pacific Co
- 74. Fossil Group
- 75. Francesca Holding Group
- 76. Genesco Inc
- 77. Guess
- 78. Gordmans Stores
- 79. Green Mountain
- 80. Game Stop
- 81. GNC
- 82. Genuine Parts

- 83. Gap
- 84. Groupon
- 85. Home Depot
- 86. HH Gregg
- 87. Hibbett Sports
- 88. Herbalife
- 89. Home Shopping Network
- 90. Hertz
- 91. Humana
- 92. Jack in the Box
- 93. Jetblue
- 94. JC Penney
- 95. Jamba Juice
- 96. Nordstrom
- 97. Kirklands Inc
- 98. Krispy Kreme
- 99. Michael Kors
- 100. Kroger
- 101. Kohls
- 102. L Brands Inc
- 103. Leapfrog Enterprises
- 104. Lumber Liquidators
- 105. LinkedIn
- 106. Lowes
- 107. Limited
- 108. LuluLemon
- 109. La Z Boy
- 110. Macys
- 111. Maidenform
- 112. Mako Surgical Corp
- 113. McDonalds
- 114. Medifast
- 115. Mattress Firm
- 116. Monro Muffler Brake Inc
- 117. Mens Wearhouse
- 118. Noodles and Co
- 119. Netflix
- 120. Natural Grocer
- 121. Blue Nile
- 122. Nike
- 123. Nimble Storage
- 124. Nutrisystem

125. Opentable
126. Oreilly Automotive
127. Overstock
128. Outerwall
129. Pitney Bowes
130. Potbelly
131. Priceline
132. Petsmart
133. Petmed Express
134. Pier 1 Imports
135. Childrens Place
136. Panera
137. Pacific Sunwear
138. Papa Johns
139. Qualcomm
140. Rue21
141. Rite Aid
142. Rent a Center
143. Restoration Hardware
144. Ralph Lauren
145. Ross Stores
146. Red Robin
147. Radio Shack
148. Rosetta Stone
149. Ruby Tuesday
150. Starbucks
151. Select Comfort
152. Shoe Carnival
153. Seaworld
154. Shutterfly
155. Sherwin Williams
156. Signet Jewelers
157. Six Flags
158. Skechers
159. Stein Mart
160. Sonic
161. Staples
162. Standard and Poors
163. Sarepta Therapeutics
164. Stage Stores
165. Stamps.com
166. Susser Holdings

167. Safeway
168. Fresh Market
169. Target
170. Tiffany
171. TJX Companies
172. Tilly's
173. Tempur Pedic
174. Trulia
175. Tractor Suplly Co
176. Tesla
177. Tuesday Morning
178. Tumi
179. Twitter
180. Texas Roadhouse
181. Under Armor
182. Ulta Salon
183. Urban Outfitters
184. Vitacost
185. Vistaprint
186. Vera Bradley
187. Vitamin Shoppe
188. Verizon Communications
189. Walgreen
190. Whole Foods
191. Wal-Mart
192. Williams Sonoma
193. Wet Seal
194. Weight Watchers
195. Zales
196. Yelp
197. Zillow
198. Zagg
199. Zumiez